EXTENDED TO NOVEMBER 16, 2015

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter social security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , and ending

Name of foundation: MARK C. LEMONS FOUNDATION

A Employer identification number: 95-4712282

Number and street (or P O box number if mail is not delivered to street address): 3029 WILSHIRE BLVD.

Room/suite: 200

B Telephone number: (310)828-7547

City or town, state or province, country, and ZIP or foreign postal code: SANTA MONICA, CA 90403

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 6,563,520.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received	291,190.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	155,673.	155,673.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-50,598.			
	b Gross sales price for all assets on line 6a 4,306,352.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	-6,806.	1,035.		STATEMENT 2
	12 **Total** Add lines 1 through 11	389,459.	156,708.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	32,148.	1,929.		30,219.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	18,761.	9,380.		9,381.
	c Other professional fees STMT 4	41,048.	41,048.		0.
	17 Interest				
	18 Taxes STMT 5	36,435.	1,353.		5,082.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	347.	97.		250.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	128,739.	53,807.		44,932.
	25 Contributions, gifts, grants paid	176,500.			176,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	305,239.	53,807.		221,432.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	84,220.			
	b **Net investment income** (if negative, enter -0-)		102,901.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	7,935.	1,903.	1,903.
	2 Savings and temporary cash investments	1,671,941.	995,237.	995,237.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons	310.	310.	310.
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 7	3,479,391.	3,566,813.	4,235,642.
	c Investments - corporate bonds STMT 8	251,537.	448,971.	459,322.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	350,000.	850,000.	871,106.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	5,761,114.	5,863,234.	6,563,520.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	5,761,114.	5,863,234.	
	30 **Total net assets or fund balances**	5,761,114.	5,863,234.	
	31 **Total liabilities and net assets/fund balances**	5,761,114.	5,863,234.	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5,761,114.
2 Enter amount from Part I, line 27a	2	84,220.
3 Other increases not included in line 2 (itemize) ▶ ASSET BASIS ADJ/MISC	3	17,900.
4 Add lines 1, 2, and 3	4	5,863,234.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,863,234.

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	4,306,352.		4,356,950.	-50,598.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				-50,598.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 -50,598.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 3 N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	244,927.	5,741,875.	.042656
2012	320,124.	5,429,031.	.058965
2011	270,364.	5,000,059.	.054072
2010	194,250.	4,557,334.	.042624
2009	236,000.	4,205,792.	.056113

2	Total of line 1, column (d)	2	.254430
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.050886
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	5,478,295.
5	Multiply line 4 by line 3	5	278,769.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,029.
7	Add lines 5 and 6	7	279,798.
8	Enter qualifying distributions from Part XII, line 4	8	221,432.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary-see instructions)** **b** Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b **c** All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			1	2,058.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3 Add lines 1 and 2			3	2,058.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5 **Tax based on investment income** Subtract line 4 from line 3 If zero or less, enter -0-			5	2,058.
6 Credits/Payments				
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	8,968.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	8,968.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	6,910.
11 Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 6,910. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0. **(2)** On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ MARK C LEMONS Telephone no ▶ (310) 828-7547

Located at ▶ C/O GIVEN & CO 3029 WILSHIRE BLVD STE 200, SANTA ZIP+4 ▶ 90403

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22 1) If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2014 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?		4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARK C. LEMONS 3029 WILSHIRE BLVD STE 200 SANTA MONICA, CA 90403	TRUSTEE 20.00	32,148.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	4,604,381.
b	Average of monthly cash balances	1b	957,340.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	5,561,721.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	5,561,721.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	83,426.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,478,295.
6	**Minimum investment return.** Enter 5% of line 5	6	273,915.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	273,915.
2a	Tax on investment income for 2014 from Part VI, line 5 2a 2,058.		
b	Income tax for 2014 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	2,058.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	271,857.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	271,857.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	271,857.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	221,432.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	221,432.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	221,432.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				271,857.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			160,293.	
b Total for prior years ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2014				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 221,432.				
a Applied to 2013, but not more than line 2a			160,293.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				61,139.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				210,718.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)**

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
CHILDREN'S BUREAU 1910 MAGNOLIA AVENUE LOS ANGELES, CA 90007-1220		PUBLIC CHARITY	SOCIAL SERVICES	45,000.
PARK CITY COMMUNITY FDN P.O. BOX 681499 PARK CITY, UT 84068		PUBLIC CHARITY	GENERAL SUPPORT	39,000.
PARK CITY EDUCATION FDN 2700 KEARNS BLVD PARK CITY, UT 84060		PUBLIC CHARITY	GENERAL SUPPORT	35,000.
THE BRISCOE WESTERN ART MUSUEM 210 W. MARKET STREET SAN ANTONIO, TX 78205		PUBLIC CHARITY	GENERAL SUPPORT	20,000.
UNIVERSITY OF SOUTHERN CALIF 1026 W. 34TH ST LOS ANGELES, CA 90089		PUBLIC CHARITY	ATHLETIC PROGRAM SUPPORT	10,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	176,500.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2014)

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11-24-14

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	155,673.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	1,035.	
8 Gain or (loss) from sales of assets other than inventory			18	-50,598.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a SEE STATEMENT 10		-7,841.			
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-7,841.		106,110.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 98,269.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Trustee 11/7/15 ▶ TRUSTEE

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
PETER GOLDBERG		10/24/15		P00020952

Firm's name ▶ GIVEN & COMPANY, AN ACCTY CORP

Firm's EIN ▶ 95-3416914

Firm's address ▶ 3029 WILSHIRE BLVD. #200
SANTA MONICA, CA 90403-2376

Phone no (310) 828-7547

Form 990-PF (2014)

MARK C. LEMONS FOUNDATION

CONTINUATION FOR 990-PF, PART IV
95-4712282 PAGE 1 OF 1

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	RBC 315-48461			
b	RBC 315-48461			
c	RBC 315-48475			
d	RBC 315-48351			
e	RBC 315-48449			
f	RBC 315-68697			
g	RBC 315-48469			
h	APOLLO GLOBAL MANAGEMENT	P		
i	APOLLO GLOBAL MANAGEMENT	P		
j	GENESIS ENERGY LP	P		
k	PLAINS ALL AMERICAN PIPELINE LP	P		
l	MAGELLAN MIDSTREAM PARTNERS LP	P		
m	EQT MIDSTREAM PARTNERS LP	P		
n	ENTERPRISE PRODUCTS PARTNERS LP	P		
o	CAPITAL GAINS DIVIDENDS			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	359,266.		369,166.	-9,900.
b	19,722.		18,475.	1,247.
c	2,586,464.		2,646,818.	-60,354.
d	400,000.		400,000.	0.
e	18,764.		17,758.	1,006.
f	818,546.		815,432.	3,114.
g	58,754.		57,007.	1,747.
h	1.			1.
i	276.			276.
j	3,826.		3,888.	-62.
k	4,804.		4,841.	-37.
l	14,189.		10,863.	3,326.
m	6,540.		5,366.	1,174.
n	9,231.		7,336.	1,895.
o	5,969.			5,969.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				-9,900.
b				1,247.
c				-60,354.
d				0.
e				1,006.
f				3,114.
g				1,747.
h				1.
i				276.
j				-62.
k				-37.
l				3,326.
m				1,174.
n				1,895.
o				5,969.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	-50,598.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

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05-01-14

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PARK CITY MUSEUM 528 MAIN ST. PARK CITY, UT 84060		PUBLIC CHARITY	GENERAL SUPPORT	1,000.
KUER 90.1 101 S. WASATCH DR #240 SALT LAKE CITY, UT 84112		PUBLIC CHARITY	GENERAL SUPPORT	2,500.
PARK CITY ICE MINERS AMATEUR HOCKEY ASSOC. 600 GILMOR WAY PARK CITY, UT 84060		PUBLIC CHARITY	GENERAL SUPPORT	2,000.
PARK CITY SKI TEAM PO BOX 118 PARK CITY, UT 84060		PUBLIC CHARITY	GENERAL SUPPORT	2,500.
UNIVERSITY OF UTAH 201 PRESIDENTS CIRCLE SALT LAKE CITY, UT 84112		PUBLIC CHARITY	GENERAL SUPPORT	15,000.
PARK CITY SWIMMING 2465 W. KILBY ROAD PARK CITY, UT 84098		PUBLIC CHARITY	GENERAL SUPPORT	1,000.
UNIVERSITY OF UTAH MEN'S GOLF 1825 E SOUTH CAMPUS DRIVE SALT LAKE CITY, UT 84112		PUBLIC CHARITY	GENERAL SUPPORT	2,500.
TRAILSIDE ELEMENTARY PTO 5700 TRAILSIDE DR PARK CITY, UT 84098		PUBLIC CHARITY	GENERAL SUPPORT	1,000.
Total from continuation sheets				27,500.

423631
05-01-14

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**
▶ **Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990***

OMB No 1545-0047

2014

Name of the organization

MARK C. LEMONS FOUNDATION

Employer identification number

95-4712282

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor Complete Parts I and II. See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA **For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.** **Schedule B (Form 990, 990-EZ, or 990-PF) (2014)**

423451
11-05-14

Name of organization

MARK C. LEMONS FOUNDATION

Employer identification number

95-4712282

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MARK C LEMONS CHARITABLE LEAD UNITRUST 3029 WILSHIRE BLVD STE 200 SANTA MONICA, CA 90403	$ 291,190.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	Employer identification number
MARK C. LEMONS FOUNDATION	95-4712282

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
MARK C. LEMONS FOUNDATION	95-4712282

Part III *Exclusively* religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of exclusively religious, charitable, etc , contributions of $1,000 or less for the year (Enter this info once) ▶ $__________

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
IRONWOOD	12,265.	0.	12,265.	12,265.	
OTHER DIVIDENDS	89.	0.	89.	89.	
OTHER INTEREST	71.	0.	71.	71.	
RBC 48351 - DIVIDENDS	58,641.	5,724.	52,917.	52,917.	
RBC 48351 - INTEREST	2,370.	0.	2,370.	2,370.	
RBC 48449 - DIVIDENDS	46,736.	245.	46,491.	46,491.	
RBC 48461 - DIVIDENDS	12,970.	0.	12,970.	12,970.	
RBC 48469 - DIVIDENDS	2.	0.	2.	2.	
RBC 48469 - INTEREST	18,297.	0.	18,297.	18,297.	
RBC 48475 - DIVIDENDS	3,269.	0.	3,269.	3,269.	
RBC 68697 - DIVIDENDS	6,932.	0.	6,932.	6,932.	
TO PART I, LINE 4	161,642.	5,969.	155,673.	155,673.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
APOLLO GLOBAL MANAGEMENT - OTHER INCOME	21.	21.	
ENTERPRISE PRODUCTS PARTNERS - SEC 1231 LOSS	-3.	-3.	
ENTERPRISE PRODUCTS PARTNERS - ORDINARY GAIN	327.	327.	
EQT MIDSTREAM PARTNERS LP - ORDINARY GAIN	78.	78.	
MAGELLAN MIDSTREAM PARTNERS LP - ORDINARY GAIN	504.	504.	
PLAINS ALL AMERICAN PIPELINE LP - ORDINARY GAIN	65.	65.	
GENESIS ENERGY LP - ORDINARY GAIN	43.	43.	
APOLLO GLOBAL MANAGEMENT	8.	0.	
RMA CORE PLUS RE FUND I-R LLC	-7,582.	0.	

GENESIS ENERGY LP	-31.	0.	
PLAINS ALL AMERICAN	-11.	0.	
MAGELLAN MIDSTREAM PARTNERS	-105.	0.	
EQT MIDSTREAM PARTNERS LP	-17.	0.	
ENTERPRISE PRODUCTS	-305.	0.	
OTHER INCOME	202.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-6,806.	1,035.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	18,761.	9,380.		9,381.
TO FORM 990-PF, PG 1, LN 16B	18,761.	9,380.		9,381.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
RBC MANAGEMENT FEES	41,048.	41,048.		0.
TO FORM 990-PF, PG 1, LN 16C	41,048.	41,048.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	1,029.	1,029.		0.
FEDERAL TAX 990-PF/990-T	30,000.	0.		0.
PAYROLL TAXES	5,406.	324.		5,082.
TO FORM 990-PF, PG 1, LN 18	36,435.	1,353.		5,082.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	250.	0.		250.
RBC 48449	93.	93.		0.
K-1 PASS-THRU DEDUCTIONS FROM APOLLO GLOBAL MANAGEMENT	4.	4.		0.
TO FORM 990-PF, PG 1, LN 23	347.	97.		250.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
RBC 351 - STATEMENT ATTACHED	1,338,220.	1,317,664.
RBC 449 - STATEMENT ATTACHED	1,091,530.	1,622,333.
RBC 461 - STATEMENT ATTACHED	577,177.	672,446.
RBC 697 - STATEMENT ATTACHED	559,886.	623,199.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,566,813.	4,235,642.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
RBC 469 - STATEMENT ATTACHED	448,971.	459,322.
TOTAL TO FORM 990-PF, PART II, LINE 10C	448,971.	459,322.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
IRONWOOD MULTI-STRATEGY	COST	350,000.	371,106.
RMA CORE PLUS RE FUND I-R LLC	COST	500,000.	500,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		850,000.	871,106.

FORM 990-PF OTHER REVENUE STATEMENT 10

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
APOLLO GLOBAL MANAGEMENT	900000	8.			
RMA CORE PLUS RE FUND I-R LLC	900000	-7,582.			
GENESIS ENERGY LP	900000	-31.			
PLAINS ALL AMERICAN	900000	-11.			
MAGELLAN MIDSTREAM PARTNERS	900000	-105.			
EQT MIDSTREAM PARTNERS LP	900000	-17.			
ENTERPRISE PRODUCTS	900000	-305.			
OTHER INCOME	900099	202.			
TOTAL TO FORM 990-PF, PG 12, LN 11		-7,841.			

MARK C LEMONS FOUNDATION
3029 WILSHIRE BLVD STE 200

RBC ADVISOR
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ASSET DETAIL

The Estimated Annualized Income ("EAI") for certain securities could include a return of principal or capital gains, in which case EAI depicted on this account statement would be overstated EAI is only an estimate of income generated by the investment and the actual income may be higher or lower In the event the investment matures, is sold or called, the full EAI may not be realized.

** The Unrealized Gain/Loss may not reflect your investments' total return Specifically, the net cost may include dividend and capital gains distributions which have been reinvested Additionally, the information that appears in these columns may be based on information provided by you or at your direction RBC has not verified such data Please see "About Your Statement" on page 2 for further information*

Your Financial Advisor has elected to display Asset Detail with the following options asset purchases (tax lots) consolidated

CASH AND MONEY MARKET

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	CURRENT MARKET VALUE	PREVIOUS YEAR-END STATEMENT MARKET VALUE
CASH				$2,058.55	
PRIME MONEY MARKET FUND RBC SELECT CLASS	TKSXX	789,515.410	$1.000	$789,515.41	$1,321,061 77
TOTAL CASH AND MONEY MARKET				$791,573.96	

US EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
JPMORGAN CHASE & CO ALERIAN MLP INDEX ETN BASED ON WAP LEVEL OF INDEX	AMJ	2,000.000	$45.950	$91,900.00	$101,411.40	-$9,511.40	$4,656.00
TOTAL US EQUITIES				$91,900.00 ø	$101,411.40 ø	-$9,511.40	$4,656.00

TAXABLE FIXED INCOME

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST		NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
SPDR BARCLAYS CONVERTIBLE SECURITIES ETF	CWB	6,500.000	$46 890	$304,785.00		$299,649.80	$5,135.20	$14,053.00
PRUDENTIAL INVT PORTFOLIOS INC 15 SHORT DURATION FD CL Z	HYSZX	10,101.010	$9.410	$95,050.50		$100,000.00	-$4,949.50	$6,252.53
NUVEEN INVT TR III SYMPHONY FLOATING RATE INCOME FD CL I	NFRIX	9,566.579	$20.350	$194,679.88		$200,132.89	-$5,453.01	$8,504.69
					Purchase	*$200,000.00*	*-$5,449.33*	
					Reinvest	*$132.89*	*-$3.66*	
TEMPLETON GLOBAL BOND FUND ADVISOR CL	TGBAX	7,693.979	$12.410	$95,482.28		$100,239 50	-$4,757 22	$3,254.55
					Purchase	*$100,000.00*	*-$4,758.25*	
					Reinvest	*$239.50*	*$1.03*	

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TAXABLE FIXED INCOME
(continued)

DESCRIPTION		SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
TCW FDS INC EMERGING MKTS INCOME FD CL I		TGEIX	11,820.331	$8.060	$95,271.87	$100,000.00	-$4,728.13	$4,964.54
BRAZIL FEDERATIVE REP GLOBAL BRL BD MOODY BAA2 S&P BBB-	CPN. 12.500% DUE 01/05/2016 DTD. 09/26/2005 BOOK ENTRY ONLY	105756BJ8	41,000.000	$38.100	$15,620.88 $942.82	$30,343.32	-$14,722.44	$1,928.50
TOTAL TAXABLE FIXED INCOME ESTIMATED ACCRUED BOND INTEREST			86,681.899		$800,890.41 $942.82	$830,365.51	-$29,475.10	$38,957.81

OTHER ASSETS

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE		NET COST *	UNREALIZED GAIN/LOSS *
GATEWAY TR GATEWAY FD CL Y	GTEYX	10,730.393	$29.570	$317,297.72		$305,855.76	$11,441.96
					Purchase	*$300,000.00*	*$11,372.42*
					Reinvest	*$5,855.76*	*$69.53*
ISHARES U S REAL ESTATE ETF	IYR	1,400.000	$76.840	$107,576.00		$100,586.92	$6,989.08
TOTAL OTHER ASSETS				$424,873.72		$406,442.68	$18,431.04
				1317663		1,333,220	

MARK C LEMONS FOUNDATION
3029 WILSHIRE BLVD STE 200

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ASSET DETAIL

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Your Financial Advisor has elected to display Asset Detail with the following options asset purchases (tax lots) consolidated

CASH AND MONEY MARKET

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	CURRENT MARKET VALUE	PREVIOUS YEAR-END STATEMENT MARKET VALUE
PRIME MONEY MARKET FUND RBC SELECT CLASS	TKSXX	58,805.610	$1.000	$58,805.61	$60,256.36
TOTAL CASH AND MONEY MARKET				$58,805.61	

US EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
ABBOTT LABORATORIES	ABT	1,000 000	$45.020	$45,020.00	$26,626 18	$18,393.82	$960.00
APPLE INC	AAPL	875.000	$110.380	$96,582.50	$30,972.50	$65,610.00	$1,645.00
BERKSHIRE HATHAWAY INC DEL CL B	BRKB	550 000	$150.150	$82,582.50	$48,005 42	$34,577.08	
CENTERPOINT ENERGY INC	CNP	600 000	$23.430	$14,058.00	$14,957.94	-$899.94	$570.00
CHEVRON CORPORATION	CVX	750.000	$112 180	$84,135.00	$66,567.48	$17,567.52	$3,210.00
COCA COLA COMPANY (THE)	KO	2,000 000	$42.220	$84,440.00	$43,198.91	$41,241.09	$2,440.00
EXXON MOBIL CORP	XOM	800.000	$92.450	$73,960.00	$62,377.01	$11,582.99	$2,208.00
GENERAL ELECTRIC CO	GE	1,500.000	$25.270	$37,905.00	$25,930.00	$11,975.00	$1,380.00
GOOGLE INC CL A	GOOGL	100.000	$530.660	$53,066.00	$26,439.91	$26,626.09	
GOOGLE INC CL C	GOOG	100.000	$526.400	$52,640.00	$26,355.44	$26,284.56	
INTERNATIONAL BUSINESS MACHINES CORP	IBM	465.000	$160 440	$74,604.60	$53,558.04	$21,046.56	$2,046.00
JOHNSON & JOHNSON	JNJ	1,000.000	$104.570	$104,570.00	$63,104.78	$41,465.22	$2,800.00
MICROSOFT CORP	MSFT	1,450.000	$46.450	$67,352.50	$44,394 50	$22,958 00	$1,798.00
PEPSICO INC	PEP	175 000	$94 560	$16,548.00	$15,013.25	$1,534 75	$458.50
PETSMART INC	PETM	200.000	$81 295	$16,259.00	$14,907 80	$1,351 20	$156.00

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US EQUITIES
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
PROCTER & GAMBLE CO	PG	500.000	$91.090	$45,545.00	$30,926.40	$14,618.60	$1,287.00
TARGET CORP	TGT	850.000	$75.910	$64,523.50	$46,329.50	$18,194.00	$1,768.00
UNITED PARCEL SVC INC CL B	UPS	150.000	$111.170	$16,675.50	$15,191.99	$1,483.51	$402.00
VERIZON COMMUNICATIONS	VZ	105.000	$46.780	$4,911.90	$5,052.08	-$140.18	$231.00
VISA INC CL A COMMON STOCK	V	200.000	$262.200	$52,440.00	$16,464.60	$35,975.40	$384.00
WAL-MART STORES INC	WMT	1,360.000	$85.880	$116,796.80	$67,694.24	$49,102.56	$2,611.20
WALT DISNEY CO	DIS	250.000	$94.190	$23,547.50	$17,362.00	$6,185.50	$287.50
WHOLE FOODS MARKET INC	WFM	200.000	$50.420	$10,084.00	$9,118.41	$965.59	$104.00
3M COMPANY	MMM	600.000	$164.320	$98,592.00	$49,121.50	$49,470.50	$2,460.00
TOTAL US EQUITIES				$1,336,839.30 ◊	$819,669.88	$517,169.42	$29,206.20

INTERNATIONAL EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
CALLOWAY REAL ESTATE INVESTMENT TRUST UNITS	CWYUF	650.000	$23.550	$15,307.50	$15,909.72	-$602.22	$898.30
CHINA MOBILE LIMITED SPONSORED ADR RPSTG 5 ORD SHS	CHL	700.000	$58.820	$41,174.00	$37,708.30	$3,465.70	$1,281.00
CIELO S A SPONSORED ADR	CIOXY	500.000	$15.676	$7,838.00	$7,540.00	$298.00	$244.50
COMPANIA CERVECERIAS UNIDAS SA SPONSORED ADR REPSTG 2 COM SHS	CCU	300.000	$18.550	$5,565.00	$7,481 97	-$1,916.97	$106.50
GAZPROM NEFT SPONSORED ADR	GZPFY	350.000	$11.917	$4,170.95	$7,926.98	-$3,756.03	$360.15
JARDINE MATHESON HOLDINGS LTD UNSPONSORED ADR	JMHLY	60.000	$60.950	$3,657.00	$3,199.20	$457.80	$79.32
LUXOTTICA GROUP SPA SPONSORED ADR	LUX	120.000	$54.470	$6,536.40	$6,414.48	$121.92	$85.20
NESTLE SA-SPONSORED ADR REPSTG REGD ORD (SF 10 PAR)	NSRGY	350.000	$73.416	$25,695.60	$17,661.00	$8,034.60	$709.45
PT KALBE FARMA ORDINARY SHARES	PTKFF	50,000.000	$0.148	$7,415 06	$5,650.00	$1,765.06	

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INTERNATIONAL EQUITIES
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
ROGERS COMMUNICATIONS INC CL B NON-VTG	RCI	400 000	$38.860	$15,544.00	$16,225.52	-$681.52	$651.60
ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG A SHS	RDSA	350 000	$66.950	$23,432.50	$24,573.47	-$1,140.97	$1,118.60
SWATCH GROUP CHF 0.45	SWGNF	150.000	$85.900	$12,885 00	$16,698.75	-$3,813.75	
UNILEVER N V YORK SHS ADR	UN	500.000	$39.040	$19,520.00	$19,614.95	-$94.95	$640.50
VODAFONE GROUP PLC SPONSORED ADR NO PAR	VOD	218.000	$34.170	$7,449 06	$14,943.14	-$7,494.08	$392.84
TOTAL INTERNATIONAL EQUITIES				$196,190.07 e	$201,547.48 ø	-$5,357.41	$6,567.96

TAXABLE FIXED INCOME

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
AES TR III 6.75% TR PFD CONV SECS BOOK ENTRY	AESPRC	225 000	$50.890	$11,450 25	$1.00	$11,449 25	$759.38
AES TIETE S A SPONSORED ADR REPRESENTING PFD STOCK	AESYY	900 000	$6.817	$6,135.30	$7,407.00	-$1,271.70	$1,175.40
BANK OF AMERICA 7.25% NON CUMULATVE PERP C V T PFD SERIES L	BACPRL	19.000	$1,164.250	$22,120.75	$16,687.94	$5,432.81	$1,377.50
CITIGROUP INC 6 875% SER K DEP SHS REPSTG 1/1000TH INT FXD TO FLTG 4.13%	CPRK	500 000	$26.580	$13,290.00	$12,499.95	$790.05	$859.35
US BANCORP DEL 6 00% SERIES G NON CUM PERPET PFD STOCK	USBPRN	500.000	$27.120	$13,560 00	$13,683.60	-$123.60	$750.00
WELLS FARGO & COMPANY 5.85% DEP SHS RPSTG 1/1000TH INT PRP PFD CL A SER Q FXD TO FLOATING	WFCPRQ	500.000	$25.650	$12,825.00	$12,042.60	$782.40	$731 00
TOTAL TAXABLE FIXED INCOME		2,644.000		$79,381.30 ø	$62,322.09ø	$17,059 21	$5,652.63

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OTHER ASSETS

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *
STRATEGIC HOTELS & RESORTS INC	BEE	750.000	$13.230	$9,922.50	$7,991.03	$1,931.47
TOTAL OTHER ASSETS				$9,922.50	$7,991.03	$1,931.47
				1,622,333	1,091,530	

ACTIVITY DETAIL

Realized gain/loss column includes fees and commissions. It does not include accrued interest.

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PURCHASES

Regular Purchases

DATE	DESCRIPTION	QUANTITY	PRICE	NET COST/ ACCRUED INTEREST	COMMENTS
05/07/14	WHOLE FOODS MARKET INC AVG PRICE SHOWN-DETAILS ON REQ SOLICITED WE MAKE A MKT IN THIS SECURITY	125.000	$38.759	-$4,844.91	
05/16/14	SWATCH GROUP CHF 0.45 AVG PRICE SHOWN-DETAILS ON REQ SOLICITED	75.000	$115.700	-$8,677.50	
05/28/14	STRATEGIC HOTELS & RESORTS INC AVG PRICE SHOWN-DETAILS ON REQ SOLICITED WE MAKE A MKT IN THIS SECURITY SOLD PURSUANT TO REGISTRATION	750.000	$10.655	-$7,991.03	

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ASSET DETAIL

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Your Financial Advisor has elected to display Asset Detail with the following options: asset purchases (tax lots) consolidated

CASH AND MONEY MARKET

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	CURRENT MARKET VALUE	PREVIOUS YEAR-END STATEMENT MARKET VALUE
CASH				$55.00	
PRIME MONEY MARKET FUND RBC SELECT CLASS	TKSXX	42,950.160	$1 000	$42,950.16	$5,953.12
TOTAL CASH AND MONEY MARKET				$43,005 16	

US EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
ABBVIE INC	ABBV	460.000	$65.440	$30,102 40	$26,362.96	$3,739.44	$901.60
AMERIPRISE FINL INC	AMP	190.000	$132.250	$25,127.50	$20,290 63	$4,836.87	$440.80
ANTHEM INC COM	ANTM	190.000	$125.670	$23,877.30	$19,368.36	$4,508.94	$332.50
APPLE INC	AAPL	155.000	$110.380	$17,108 90	$15,771 02	$1,337.88	$291.40
APPLIED MATERIALS INC	AMAT	375.000	$24.920	$9,345.00	$9,216 29	$128 71	$150.00
ARTISAN PARTNERS ASSET MANAGEMENT INC	APAM	445.000	$50.530	$22,485 85	$25,217 03	-$2,731.18	$979.00
B/E AEROSPACE INC	BEAV	220.000	$58.020	$12,764.40	$12,178 19	$586.21	
BECTON DICKINSON & CO	BDX	40.000	$139.160	$5,566.40	$5,583 38	-$16 98	$96.00
BOEING CO	BA	210.000	$129.980	$27,295.80	$19,989.28	$7,306.52	$764.40
CARDINAL HEALTH INC	CAH	120.000	$80.730	$9,687.60	$8,903 11	$784.49	$164.40
COMCAST CORP CL A	CMCSA	400.000	$58.010	$23,204.00	$10,220.75	$12,983.25	$360.00
EAST WEST BANCORP INC	EWBC	140.000	$38 710	$5,419.40	$5,240.62	$178.78	$100.80
HOME DEPOT INC	HD	165.000	$104.970	$17,320.05	$12,987 59	$4,332 46	$310 20
ITC HOLDINGS CORP	ITC	545.000	$40.430	$22,034 35	$18,977.14	$3,057.21	$354 25
JOHNSON & JOHNSON	JNJ	180 000	$104 570	$18,822.60	$18,025.49	$797.11	$504 00
JPMORGAN CHASE & CO	JPM	540.000	$62 580	$33,793.20	$31,816.14	$1,977 06	$864.00

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US EQUITIES
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
MACQUARIE INFRASTRUCTURE CO LLC MEMBERSHIP INT	MIC	470.000	$71.090	$33,412.30	$27,749.18	$5,663.12	$1,842.40
MICROCHIP TECHNOLOGY INC	MCHP	425.000	$45.110	$19,171.75	$19,066.47	$105.28	$606.05
MICROSOFT CORP	MSFT	555.000	$46.450	$25,779.75	$22,619.65	$3,160.10	$688.20
MONSANTO CO	MON	185.000	$119.470	$22,101.95	$20,930.27	$1,171.68	$362.60
NRG YIELD INC COM CL A	NYLD	145.000	$47.140	$6,835.30	$7,092.12	-$256.82	$217.50
ONEOK INC	OKE	435.000	$49.790	$21,658.65	$28,383.22	-$6,724 57	$1,026.60
POLARIS INDUSTRIES INC	PII	110.000	$151.240	$16,636.40	$15,270.40	$1,366.00	$211 20
PRICE T ROWE GROUP INC	TROW	125.000	$85.860	$10,732.50	$9,828.55	$903.95	$220.00
STARBUCKS CORP	SBUX	90.000	$82.050	$7,384.50	$6,971.19	$413.31	$115.20
TARGA RESOURCES CORP	TRGP	230.000	$106.050	$24,391 50	$28,537.80	-$4,146.30	$673.90
TIME WARNER INC	TWX	325.000	$85.420	$27,761.50	$13,200.79	$14,560.71	$412.75
UNION PACIFIC CORP	UNP	295.000	$119.130	$35,143.35	$15,270.72	$19,872.63	$590.00
UNITED PARCEL SVC INC CL B	UPS	170.000	$111.170	$18,898.90	$16,917.74	$1,981.16	$455.60
WALGREENS BOOTS ALLIANCE INC COM	WBA	265.000	$76.200	$20,193.00	$15,930.97	$4,262.03	$357.75
WHIRLPOOL CORP	WHR	120.000	$193.740	$23,248.80	$17,672.90	$5,575.90	$360.00
TOTAL US EQUITIES				$617,304.90	$525,589.95	$91,714.95	$14,753.10

INTERNATIONAL EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
ACCENTURE PLC IRELAND SHS CL A	ACN	125.000	$89.310	$11,163.75	$9,950.94	$1,212.81	$255.00
POTASH CORP OF SASKATCHEWAN INC CANADIAN LISTED	POT	310.000	$35.320	$10,949.20	$10,884.20	$65.00	$434.00
SCHLUMBERGER LTD	SLB	80.000	$85.410	$6,832.80	$8,199.56	-$1,366.76	$128.00
TOTAL INTERNATIONAL EQUITIES				$28,945.75	$29,034.70	-$88.95	$817.00

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OTHER ASSETS

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *
AMERICAN TOWER CORPORATION REIT	AMT	265.000	$98.850	$26,195.25	$22,551.56	$3,643.69
TOTAL OTHER ASSETS				$26,195.25	$22,551.56	$3,643.69
				672,446	577,177	

ACTIVITY DETAIL

Realized gain/loss column includes fees and commissions. It does not include accrued interest

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PURCHASES

Regular Purchases

DATE	DESCRIPTION	QUANTITY	PRICE	NET COST/ ACCRUED INTEREST	COMMENTS
01/08/14	AMERICAN TOWER CORPORATION REIT SOLICITED WE MAKE A MKT IN THIS SECURITY	35.000	$81.900	-$2,866.50	
01/08/14	JPMORGAN CHASE & CO SOLICITED WE MAKE A MKT IN THIS SECURITY	45 000	$58.709	-$2,641.90	
01/15/14	ACCENTURE PLC IRELAND SHS CL A SOLICITED WE MAKE A MKT IN THIS SECURITY	40.000	$83.660	-$3,346.40	
01/17/14	MICROCHIP TECHNOLOGY INC SOLICITED WE MAKE A MKT IN THIS SECURITY	85 000	$46.579	-$3,959.19	
01/21/14	AVERY DENNISON CORP SOLICITED WE MAKE A MKT IN THIS SECURITY	45 000	$51.179	-$2,303.06	

MARK C LEMONS FOUNDATION
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ASSET DETAIL

The Estimated Annualized Income ("EAI") for certain securities could include a return of principal or capital gains, in which case EAI depicted on this account statement would be overstated EAI is only an estimate of income generated by the investment and the actual income may be higher or lower In the event the investment matures, is sold or called, the full EAI may not be realized

** The Unrealized Gain/Loss may not reflect your investments' total return. Specifically, the net cost may include dividend and capital gains distributions which have been reinvested Additionally, the information that appears in these columns may be based on information provided by you or at your direction. RBC has not verified such data. Please see "About Your Statement" on page 2 for further information*

Your Financial Advisor has elected to display Asset Detail with the following options asset purchases (tax lots) consolidated

CASH AND MONEY MARKET

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	CURRENT MARKET VALUE	PREVIOUS YEAR-END STATEMENT MARKET VALUE
PRIME MONEY MARKET FUND RBC SELECT CLASS	TKSXX	3,330.980	$1.000	$3,330.98	$145,641.01
TOTAL CASH AND MONEY MARKET				$3,330 98	

TAXABLE FIXED INCOME

DESCRIPTION		SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
POLYMER GROUP INC SR SECD 7.75%19 PAR CALL 02/01/2017 MOODY B2 S&P B-	CPN: 7.750% DUE 02/01/2019 DTD 12/16/2011 BOOK ENTRY ONLY	731745AL9	2,000 000	$103.625	$2,072.50 $64.58	$2,003 44	$69.06	$155.00
TEEKAY CORP SR NT ORIGINAL ISSUE DISCOUNT MOODY B2 S&P B+	CPN· 8.500% DUE 01/15/2020 DTD 01/27/2010 BOOK ENTRY ONLY	87900YAA1	4,000.000	$111.220	$4,448.80 $156.78	$4,300.62	$148.18	$340.00
CHC HELICOPTER SR SEC NT ORIGINAL ISSUE DISCOUNT PAR CALL 10/15/2018 FACTOR = .90000000 CURRENT BALANCE = 2,700 MOODY B1 S&P B+	CPN. 9.250% DUE 10/15/2020 DTD 05/09/2012 BOOK ENTRY ONLY	12545DAB4	3,000.000	$97 250	$2,625.75 $52 73	$2,855.25	-$229.50	$249.75
CINCINNATI BELL INC NEW SR NT CALL 10/15/2015 104.188 PAR CALL 10/15/2018 MOODY B3 S&P B	CPN 8 375% DUE 10/15/2020 DTD. 10/13/2010 BOOK ENTRY ONLY	171871AN6	4,000.000	$105.000	$4,200.00 $70.72	$4,261.58	-$61 58	$335.00

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TAXABLE FIXED INCOME
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DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
GRAPHIC PACKAGING INTL INC SR UNSECURED PAR CALL 01/15/2021 MOODY BA3 S&P BB+	38869PAK0 CPN: 4.750% DUE 04/15/2021 DTD: 04/02/2013 BOOK ENTRY ONLY	4,000.000	$100.750	$4,030 00 $40.11	$4,018 48	$11.52	$190.00
FERRELLGAS L P / FERRELLGAS SR NT 6.5%21 CALL 05/01/2016 103.250 PAR CALL 05/01/2019 MOODY B2 S&P B+	315292AM4 CPN: 6.500% DUE 05/01/2021 DTD 06/06/2011 BOOK ENTRY ONLY	4,000.000	$97.500	$3,900.00 $43.33	$4,082.88	-$182.88	$260.00
PEABODY ENERGY CORP SR NT 6.25%21 MOODY BA3 S&P BB-	704549AM6 CPN: 6.250% DUE 11/15/2021 DTD 10/23/2012 BOOK ENTRY ONLY	2,000.000	$85.500	$1,710.00 $15.97	$1,830.00	-$120.00	$125.00
QWEST CORP ORIGINAL ISSUE DISCOUNT MOODY BAA3 S&P BBB-	74913GAX3 CPN: 6.750% DUE 12/01/2021 DTD 10/04/2011 BOOK ENTRY ONLY	10,000.000	$115.631	$11,563.10 $56.25	$11,031.05	$532.05	$675.00
CHS / CMNTY HEALTH SYS INC SR NT 6.875%22 CALL 02/01/2018 103.438 PAR CALL 02/01/2020 MOODY B3 S&P B-	12543DAV2 CPN: 6.875% DUE 02/01/2022 DTD 10/28/2014 FC 02/01/2015 BOOK ENTRY ONLY	4,000.000	$105.938	$4,237.52 $114.58	$4,320.00	-$82.48	$275.00
MEDIACOM LLC / MEDIACOM CAP SR NT 7.25%22 CALL 02/15/2017 103.625 PAR CALL 02/15/2020 MOODY B3 S&P B	58445MAP7 CPN. 7.250% DUE 02/15/2022 DTD. 05/03/2012 BOOK ENTRY ONLY	4,000.000	$106.750	$4,270.00 $109.56	$4,250.00	$20.00	$290.00
TOLL BROS FINANCE CORP ORIGINAL ISSUE DISCOUNT PAR CALL 11/15/2021 MOODY BA1 S&P BB+	88947EAK6 CPN. 5.875% DUE 02/15/2022 DTD: 02/07/2012 BOOK ENTRY ONLY	5,000.000	$106.750	$5,337.50 $110.97	$5,369.27	-$31 77	$293.75
CENTURYLINK INC SR NT SER T ORIGINAL ISSUE DISCOUNT MOODY BA2 S&P BB	156700AS5 CPN 5.800% DUE 03/15/2022 DTD 03/12/2012 BOOK ENTRY ONLY	4,000 000	$103.750	$4,150.00 $68 31	$3,885 00	$265 00	$232.00

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DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
MGM RESORTS INTL SENIOR NOTES MOODY B3 S&P B+	552953BX8 CPN. 7.750% DUE 03/15/2022 DTD 03/22/2012 BOOK ENTRY ONLY	3,000.000	$110 750	$3,322.50 $68.46	$3,308.24	$14.26	$232.50
ROSETTA RESOURCES INC REGISTERED SENIOR NOTES CALL 12/01/2017 102.938 PAR CALL 12/01/2019 MOODY B1 S&P BB-	777779AE9 CPN: 5.875% DUE 06/01/2022 DTD 11/15/2013 BOOK ENTRY ONLY	2,000.000	$90.000	$1,800.00 $9.79	$1,967.50	-$167.50	$117 50
CHESAPEAKE MIDSTREAM PARTNERS SR NT 6.125%22 CALL 01/15/2017 103.063 PAR CALL 01/15/2020 MOODY BA2 S&P BB+	16524RAE3 CPN: 6.125% DUE 07/15/2022 DTD 04/12/2012 BOOK ENTRY ONLY	3,000 000	$106.250	$3,187.50 $84.73	$3,150.00	$37.50	$183.75
U S BANCORP ORIGINAL ISSUE DISCOUNT PAR CALL 06/15/2022 MOODY A2 S&P A	91159JAA4 CPN 2.950% DUE 07/15/2022 DTD. 07/23/2012 BOOK ENTRY ONLY	10,000.000	$98.577	$9,857.70 $136.03	$9,351.60	$506.10	$295.00
INTERNATIONAL LEASE FIN CORP SR UNSECURED MOODY BA2 S&P BB+	459745GN9 CPN 5.875% DUE 08/15/2022 DTD 08/21/2012 BOOK ENTRY ONLY	10,000.000	$108.500	$10,850 00 $221.94	$10,205.07	$644.93	$587.50
PENSKE AUTOMOTIVE GRP INC SR SB NT 5.75%22 CALL 10/01/2017 102.875 PAR CALL 10/01/2020 MOODY B1 S&P B+	70959WAE3 CPN 5.750% DUE 10/01/2022 DTD. 06/19/2013 BOOK ENTRY ONLY	4,000.000	$103.750	$4,150.00 $57.50	$4,082.49	$67.51	$230.00
BRISTOW GROUP INC REGISTERED SENIOR NOTES CALL 10/15/2017 103.125 PAR CALL 10/15/2020 MOODY BA3 S&P BB-	110394AE3 CPN 6.250% DUE 10/15/2022 DTD 10/12/2012 BOOK ENTRY ONLY	4,000.000	$99.500	$3,980.00 $52.78	$4,221.86	-$241.86	$250.00
SPECTRUM BRANDS INC SR NT CALL 11/15/2017 103.313 PAR CALL 11/15/2020 MOODY B3 S&P B	84762LAQ8 CPN 6 625% DUE 11/15/2022 DTD 01/24/2014 BOOK ENTRY ONLY	4,000.000	$105 750	$4,230.00 $33.86	$4,225.00	$5.00	$265.00

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DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
SPRINT NEXTEL CORP NOTES MOODY B2 S&P BB-	852061AS9 CPN: 6.000% DUE 11/15/2022 DTD. 11/14/2012 BOOK ENTRY ONLY	4,000.000	$92.000	$3,680.00 $30.67	$3,945.00	-$265.00	$240.00
US AWYS INC FACTOR = .92269914 CURRENT BALANCE = 1,845 MOODY BA1 S&P BB+	90345WAE4 CPN: 6.750% DUE 12/03/2022 DTD. 12/03/2012 BOOK ENTRY ONLY	2,000.000	$106.500	$1,965.35 $9.69	$2,006.87	-$41.52	$124.56
INTEL CORP SR UNSECURED ORIGINAL ISSUE DISCOUNT MOODY A1 S&P A+	458140AM2 CPN. 2.700% DUE 12/15/2022 DTD: 12/11/2012 BOOK ENTRY ONLY	10,000.000	$99.405	$9,940.50 $12.00	$9,299.10	$641.40	$270.00
GENERAL ELECTRIC CAP CORP SR UNSECURED ORIGINAL ISSUE DISCOUNT MOODY A1 S&P AA+	36962G6S8 CPN: 3.100% DUE 01/09/2023 DTD. 01/08/2013 BOOK ENTRY ONLY	10,000.000	$101.249	$10,124.90 $148 11	$9,520.20	$604.70	$310.00
JPMORGAN CHASE & CO ORIGINAL ISSUE DISCOUNT MOODY A3 S&P A	46625HJH4 CPN. 3.200% DUE 01/25/2023 DTD. 01/25/2013 BOOK ENTRY ONLY	10,000.000	$100.113	$10,011.30 $138 67	$9,469.60	$541.70	$320.00
AMERICAN TOWER CORP NEW ORIGINAL ISSUE DISCOUNT MOODY BAA3 S&P BBB-	03027XAB6 CPN: 3.500% DUE 01/31/2023 DTD: 01/08/2013 BOOK ENTRY ONLY	10,000.000	$96.621	$9,662.10 $145.83	$9,235.30	$426.80	$350.00
CHESAPEAKE ENERGY CORP SENIOR NOTES MOODY BA1 S&P BB+	165167CL9 CPN: 5.750% DUE 03/15/2023 DTD. 04/01/2013 BOOK ENTRY ONLY	4,000.000	$103.000	$4,120.00 $67.72	$4,000.00	$120.00	$230.00
NRG ENERGY INC CALL 09/15/2017 103.313 PAR CALL 09/15/2020 MOODY B1 S&P BB-	629377BU5 CPN: 6.625% DUE 03/15/2023 DTD 06/20/2013 BOOK ENTRY ONLY	4,000.000	$104.000	$4,160.00 $78.03	$4,091.21	$68.79	$265.00

TAXABLE FIXED INCOME
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DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
RANGE RES CORP SR SUB NT CALL 03/15/2018 102.500 PAR CALL 03/15/2021 MOODY BA2 S&P BB+	75281AAQ2 CPN 5 000% DUE 03/15/2023 DTD. 06/18/2013 BOOK ENTRY ONLY	1,000.000	$100.000	$1,000.00 $14.72	$995.00	$5.00	$50.00
AVIS BUDGET CAR RENT LLC /AVIS SR NT CALL 04/01/2018 102.750 PAR CALL 04/01/2021 MOODY B1 S&P B+	053773AV9 CPN: 5.500% DUE 04/01/2023 DTD. 08/01/2013 BOOK ENTRY ONLY	4,000.000	$102.000	$4,080.00 $55.00	$3,920.00	$160 00	$220.00
EQUINIX INC SENIOR NOTES CALL 04/01/2018 102 688 PAR CALL 04/01/2021 MOODY B1 S&P BB	29444UAM8 CPN. 5.375% DUE 04/01/2023 DTD 02/28/2013 BOOK ENTRY ONLY	4,000.000	$100.000	$4,000.00 $53.75	$3,940.00	$60.00	$215.00
MEDTRONIC INC ORIGINAL ISSUE DISCOUNT PAR CALL 01/01/2023 MOODY A2 S&P AA-	585055AZ9 CPN. 2.750% DUE 04/01/2023 DTD 03/26/2013 BOOK ENTRY ONLY	10,000.000	$97.230	$9,723.00 $68.75	$9,498 40	$224.60	$275.00
OFFSHORE GROUP INVT LTD CALL 04/01/2018 103.563 PAR CALL 04/01/2021 MOODY B3 S&P B-	676253AM9 CPN. 7.125% DUE 04/01/2023 DTD 08/23/2013 BOOK ENTRY ONLY	4,000.000	$71.000	$2,840.00 $71.25	$4,113.94	-$1,273.94	$285.00
CC HLDGS GS V LLC/ CROWN CASTL SR NT 3.849%23 MOODY BAA3 S&P BBB	14987BAE3 CPN. 3.849% DUE 04/15/2023 DTD: 06/17/2013 BOOK ENTRY ONLY	10,000.000	$99.331	$9,933.10 $81.26	$9,372.60	$560.50	$384.90
CONTINENTAL RESOURCES INC PAR CALL 01/15/2023 MOODY BAA3 S&P BBB-	212015AL5 CPN. 4.500% DUE 04/15/2023 DTD. 07/12/2013 BOOK ENTRY ONLY	10,000.000	$95.115	$9,511.50 $95.00	$9,843 75	-$332.25	$450.00
SABINE PASS LIQUEFACTION LLC SR SECD NT 23 PAR CALL 01/15/2023 MOODY BA3 S&P BB+	785592AD8 CPN 5.625% DUE 04/15/2023 DTD 03/17/2014 BOOK ENTRY ONLY	3,000.000	$97 750	$2,932.50 $35.63	$3,045 00	-$112.50	$168.75

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DESCRIPTION		SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
HCA INC SENIOR NOTES MOODY B2 S&P B-	CPN 5.875% DUE 05/01/2023 DTD: 10/23/2012 BOOK ENTRY ONLY	404121AG0	4,000.000	$105.375	$4,215.00 $39.17	$3,980 00	$235.00	$235.00
MERCK & CO INC NEW ORIGINAL ISSUE DISCOUNT MOODY A2 S&P AA	CPN. 2.800% DUE 05/18/2023 DTD. 05/20/2013 BOOK ENTRY ONLY	58933YAF2	10,000.000	$99.305	$9,930.50 $33.44	$9,347.00	$583.50	$280.00
PFIZER INC SR UNSECURED ORIGINAL ISSUE DISCOUNT MOODY A1 S&P AA	CPN 3.000% DUE 06/15/2023 DTD: 06/03/2013 BOOK ENTRY ONLY	717081DH3	10,000.000	$101.126	$10,112.60 $138.33	$9,615.20	$497.40	$300.00
UNITED RENTALS NORTH AMER INC SENIOR NOTES CALL 12/15/2017 103.063 PAR CALL 12/15/2020 MOODY B1 S&P BB-	CPN: 6.125% DUE 06/15/2023 DTD: 10/30/2012 BOOK ENTRY ONLY	911365AX2	4,000.000	$105.000	$4,200.00 $10.89	$4,087.41	$112.59	$245.00
DENBURY RESOURCES INC REGISTERED SENIOR SUBORDINATED NOTES CALL 01/15/2018 102.313 PAR CALL 01/15/2021 MOODY B1 S&P BB	CPN. 4.625% DUE 07/15/2023 DTD: 02/05/2013 BOOK ENTRY ONLY	24823UAH1	4,000.000	$86.750	$3,470.00 $85.31	$3,600.00	-$130.00	$185 00
ORACLE CORP SR UNSECURED ORIGINAL ISSUE DISCOUNT MOODY A1 S&P A+	CPN: 3.625% DUE 07/15/2023 DTD. 07/16/2013 BOOK ENTRY ONLY	68389XAS4	10,000.000	$104 871	$10,487 10 $167.15	$9,892.60	$594.50	$362.50
PNC BK N A PITTSBURGH PA ORIGINAL ISSUE DISCOUNT PAR CALL 06/25/2023 MOODY A3 S&P A-	CPN. 3.800% DUE 07/25/2023 DTD· 07/25/2013 BOOK ENTRY ONLY	69349LAM0	10,000.000	$103.080	$10,308.00 $164.67	$10,015.00	$293.00	$380.00
INTELSAT JACKSON HLDGS LTD CALL 08/01/2018 102.750 PAR CALL 08/01/2021 MOODY B3 S&P B+	CPN· 5.500% DUE 08/01/2023 DTD. 06/05/2014 BOOK ENTRY ONLY	45824TAP0	5,000.000	$99.390	$4,969.50 $114.58	$4,862.50	$107.00	$275.00

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DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
INTERNATIONAL BUSINESS MACHS CORP ORIGINAL ISSUE DISCOUNT MOODY AA3 S&P AA-	459200HP9 CPN: 3.375% DUE 08/01/2023 DTD 08/01/2013 BOOK ENTRY ONLY	10,000.000	$102.176	$10,217.60 $140.63	$9,796.10	$421.50	$337.50
DONNELLEY R R & SONS CO REGISTERED NOTES MOODY BA3 S&P BB-	257867BA8 CPN· 6.500% DUE 11/15/2023 DTD 11/12/2013 BOOK ENTRY ONLY	4,000.000	$102.500	$4,100.00 $33.22	$4,063.75	$36.25	$260.00
CATERPILLAR FINL SVCS CORP SR UNSECURED ORIGINAL ISSUE DISCOUNT MOODY A2 S&P A	14912L5X5 CPN: 3.750% DUE 11/24/2023 DTD. 11/26/2013 BOOK ENTRY ONLY	10,000.000	$106.098	$10,609.80 $38.54	$10,033.81	$575 99	$375.00
ALABAMA PWR CO ORIGINAL ISSUE DISCOUNT MOODY A1 S&P A	010392FK9 CPN 3.550% DUE 12/01/2023 DTD. 12/06/2013 BOOK ENTRY ONLY	10,000.000	$105.408	$10,540.80 $29.58	$9,981.70	$559.10	$355.00
SCHLUMBERGER INVT SA ORIGINAL ISSUE DISCOUNT PAR CALL 09/01/2023 MOODY AA3 S&P AA-	806854AH8 CPN. 3.650% DUE 12/01/2023 DTD: 12/03/2013 BOOK ENTRY ONLY	10,000.000	$104.535	$10,453.50 $30.42	$10,066.89	$386.61	$365.00
MICROSOFT CORP ORIGINAL ISSUE DISCOUNT PAR CALL 09/15/2023 MOODY AAA S&P AAA	594918AW4 CPN: 3.625% DUE 12/15/2023 DTD. 12/06/2013 BOOK ENTRY ONLY	10,000.000	$107.014	$10,701.40 $16.11	$9,950.80	$750.60	$362.50
CCO HLDGS LLC / CCO HLDGS CAP CORP REGISTERED SENIOR NOTES CALL 07/15/2018 102.875 PAR CALL 07/15/2021 MOODY B1 S&P B+	1248EPBE2 CPN: 5.750% DUE 01/15/2024 DTD. 05/03/2013 BOOK ENTRY ONLY	4,000 000	$101.000	$4,040.00 $106.06	$3,995.00	$45.00	$230.00
ANHEUSER BUSCH INBEV FIN INC REGISTERED NOTES ORIGINAL ISSUE DISCOUNT MOODY A2 S&P A	03524BAE6 CPN: 3.700% DUE 02/01/2024 DTD. 01/27/2014 BOOK ENTRY ONLY	10,000 000	$103.877	$10,387.70 $154.17	$9,997.50	$390.20	$370.00

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DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
SIMON PPTY GROUP L P ORIGINAL ISSUE DISCOUNT PAR CALL 11/01/2023 MOODY A2 S&P A	828807CR6 CPN: 3.750% DUE 02/01/2024 DTD· 01/21/2014 BOOK ENTRY ONLY	10,000.000	$105.032	$10,503.20 $156.25	$9,937.90	$565.30	$375.00
BANK NEW YORK INC SR UNSECURED ORIGINAL ISSUE DISCOUNT PAR CALL 01/05/2024 MOODY A1 S&P A+	06406HCS6 CPN. 3.650% DUE 02/04/2024 DTD: 02/04/2014 BOOK ENTRY ONLY	10,000.000	$104.579	$10,457 90 $149.04	$9,963.50	$494.40	$365.00
PACIFIC GAS & ELEC CO ORIGINAL ISSUE DISCOUNT PAR CALL 11/15/2023 MOODY A3 S&P BBB	694308HG5 CPN. 3.750% DUE 02/15/2024 DTD· 02/21/2014 BOOK ENTRY ONLY	10,000.000	$104.122	$10,412.20 $141.67	$9,990.10	$422.10	$375.00
VIRGINIA ELEC & PWR CO ORIGINAL ISSUE DISCOUNT PAR CALL 11/15/2023 MOODY A2 S&P A-	927804FQ2 CPN· 3.450% DUE 02/15/2024 DTD: 02/07/2014 BOOK ENTRY ONLY	10,000.000	$102.966	$10,296.60 $130.33	$10,007.65	$288.95	$345.00
PEPSICO INC ORIGINAL ISSUE DISCOUNT PAR CALL 12/01/2023 MOODY A1 S&P A-	713448CM8 CPN 3.600% DUE 03/01/2024 DTD: 02/25/2014 BOOK ENTRY ONLY	5,000.000	$104.467	$5,223.35 $60.00	$4,995.85	$227.50	$180.00
AES CORP CALL 03/15/2019 102.750 PAR CALL 03/15/2022 MOODY BA3 S&P BB-	00130HBU8 CPN 5.500% DUE 03/15/2024 DTD: 03/07/2014 BOOK ENTRY ONLY	4,000.000	$101 480	$4,059.20 $64.78	$4,010.00	$49.20	$220.00
CLOUD PEAK ENERGY RES LLC / CLOUD PEAK ENERGY FIN CORP CALL 03/15/2019 103.188 PAR CALL 03/15/2022 MOODY B1 S&P BB-	18911XAA5 CPN 6.375% DUE 03/15/2024 DTD: 03/11/2014 BOOK ENTRY ONLY	4,000.000	$93.000	$3,720.00 $75.08	$3,960.00	-$240.00	$255.00
GENERAL ELEC CAP CORP ORIGINAL ISSUE DISCOUNT PAR CALL 02/13/2024 MOODY A1 S&P AA+	36962G7K4 CPN 3.450% DUE 05/15/2024 DTD. 05/15/2014 BOOK ENTRY ONLY	5,000.000	$103.329	$5,166.45 $22.04	$5,016.73	$149.72	$172.50

TAXABLE FIXED INCOME
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DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
SUBURBAN PROPANE PARTNERS L P /SUBN ENERGY FIN CORP CALL 06/01/2019 102 750 PAR CALL 06/01/2022 MOODY BA3 S&P BB-	864486AH8 CPN 5.500% DUE 06/01/2024 DTD. 05/27/2014 BOOK ENTRY ONLY	4,000.000	$96.500	$3,860.00 $18.33	$4,075.00	-$215.00	$220.00
WILLIAMS COS INC ORIGINAL ISSUE DISCOUNT PAR CALL 03/24/2024 MOODY BAA3 S&P BB+	969457BW9 CPN. 4.550% DUE 06/24/2024 DTD. 06/24/2014 BOOK ENTRY ONLY	5,000 000	$92.998	$4,649 90 $4 42	$4,654 55	-$4.65	$227.50
IRON MOUNTAIN INCORPORATED SENIOR SUBORDINATED NOTES CALL 08/15/2017 102.875 PAR CALL 08/15/2020 MOODY B2 S&P B-	46284PAP9 CPN. 5.750% DUE 08/15/2024 DTD. 08/10/2012 BOOK ENTRY ONLY	4,000 000	$100.625	$4,025.00 $86.89	$3,725.00	$300.00	$230.00
HEALTHSOUTH CORP REGISTERED SENIOR NOTES CALL 11/01/2017 102.875 PAR CALL 11/01/2020 MOODY B1 S&P BB-	421924BK6 CPN. 5.750% DUE 11/01/2024 DTD 09/11/2012 BOOK ENTRY ONLY	4,000.000	$104.000	$4,160.00 $38.33	$3,980.00	$180 00	$230 00
TENNECO INC NEW CALL 12/15/2019 102.688 PAR CALL 12/15/2022 MOODY BA3 S&P BB	88037EAJ0 CPN. 5.375% DUE 12/15/2024 DTD. 12/05/2014 FC 06/15/2015 BOOK ENTRY ONLY	4,000 000	$102.500	$4,100.00 $15.53	$4,030.00	$70.00	$215.00
REGAL ENTERTAINMENT GRP REGISTERED SENIOR NOTES CALL 02/01/2018 102.875 PAR CALL 02/01/2021 MOODY B3 S&P B-	758766AF6 CPN. 5.750% DUE 02/01/2025 DTD 01/17/2013 BOOK ENTRY ONLY	4,000 000	$92.000	$3,680.00 $95.83	$3,825.00	-$145 00	$230.00
PEABODY ENERGY CORP SR NT MOODY BA3 S&P BB-	704549AF1 CPN. 7.875% DUE 11/01/2026 DTD: 10/12/2006 BOOK ENTRY ONLY	4,000.000	$85.000	$3,400.00 $52.50	$4,113.88	-$713.88	$315.00
UNITED AIRLS PASS THRU TR 2013-1A-O CURRENT BALANCE = 10,000 MOODY N/A S&P A-	909319AA3 CPN 4.300% DUE 02/15/2027 DTD 08/15/2013 BOOK ENTRY ONLY	10,000.000	$103.500	$10,350.00 $162.44	$10,141.29	$208.71	$430.00

[redacted]

CONSULTING SOLUTIONS
ACCOUNT STATEMENT
2014 ANNUAL STATEMENT

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TAXABLE FIXED INCOME
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
SERVICE CORP INTL SR NT 7.5%27 MOODY B1 S&P BB	817565BT0 CPN: 7.500% DUE 04/01/2027 DTD: 08/08/2007 BOOK ENTRY ONLY	2,000.000	$112.500	$2,250.00 $37.50	$2,195.00	$55.00	$150.00
HAWAIIAN AIRLS FACTOR = 1.00000000 CURRENT BALANCE = 10,000 MOODY BAA3 S&P BBB+	419838AA5 CPN: 3.900% DUE 07/15/2027 DTD: 05/29/2013 BOOK ENTRY ONLY	10,000.000	$98.250	$9,825.00 $179.83	$9,287.50	$537.50	$390.00
ROYAL CARIBBEAN CRUISES LTD SR NOTE ORIGINAL ISSUE DISCOUNT MOODY BA1 S&P BB	780153AG7 CPN. 7.500% DUE 10/15/2027 DTD: 10/14/1997 BOOK ENTRY ONLY	4,000.000	$112.500	$4,500.00 $63.33	$4,592.50	-$92.50	$300.00
UNITED AIRLS 2014-2 PASS THRU TR MOODY N/A S&P A-	90932QAA4 CPN. 3.750% DUE 03/03/2028 DTD. 08/11/2014 FC. 03/03/2015 BOOK ENTRY ONLY	5,000.000	$100.750	$5,037 50 $72.92	$5,049.20	-$11.70	$187.50
AMERICAN AIRLINES INC MOODY N/A S&P A	02377AAA6 CPN: 3.700% DUE 04/01/2028 DTD: 09/16/2014 FC. 04/01/2015 BOOK ENTRY ONLY	15,000.000	$100.500	$15,075.00 $161.88	$15,110.64	-$35.64	$555.00
CITIZENS COMMUNICATIONS CO SENIOR NOTE ORIGINAL ISSUE DISCOUNT MOODY BA3 S&P BB-	17453BAJ0 CPN: 9.000% DUE 08/15/2031 DTD· 02/06/2002 BOOK ENTRY ONLY	4,000.000	$105.500	$4,220 00 $136.00	$4,009 63	$210 37	$360.00
TOTAL TAXABLE FIXED INCOME ESTIMATED ACCRUED BOND INTEREST		452,000.000		$459,321.92 $5,902.25	$448,971.48	$10,350.44	$20,984.96

MARK C LEMONS FOUNDATION
3029 WILSHIRE BLVD STE 200

MANAGED ACCOUNT PROGRAM
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ASSET DETAIL

The Estimated Annualized Income ("EAI") for certain securities could include a return of principal or capital gains, in which case EAI depicted on this account statement would be overstated EAI is only an estimate of income generated by the investment and the actual income may be higher or lower In the event the investment matures, is sold or called, the full EAI may not be realized

** The Unrealized Gain/Loss may not reflect your investments' total return. Specifically, the net cost may include dividend and capital gains distributions which have been reinvested Additionally, the information that appears in these columns may be based on information provided by you or at your direction. RBC has not verified such data. Please see "About Your Statement" on page 2 for further information.*

Your Financial Advisor has elected to display Asset Detail with the following options asset purchases (tax lots) consolidated

CASH AND MONEY MARKET

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	CURRENT MARKET VALUE	PREVIOUS YEAR-END STATEMENT MARKET VALUE
PRIME MONEY MARKET FUND RBC SELECT CLASS	TKSXX	93,589.230	$1.000	$93,589 23	$135,546 73
TOTAL CASH AND MONEY MARKET				$93,589.23	

US EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
AFFILIATED MANAGERS GROUP INC	AMG	115.000	$212 240	$24,407.60	$21,090 68	$3,316.92	
ARCHER-DANIELS-MIDLAND CO	ADM	524.000	$52 000	$27,248.00	$21,694 22	$5,553.78	$503 04
BANK OF AMERICA CORP	BAC	1,303.000	$17.890	$23,310.67	$21,892 26	$1,418 41	$260 60
CLUBCORP HOLDINGS INC	MYCC	739.000	$17.930	$13,250.27	$14,049 87	-$799.60	$384 28
COMPUTER SCIENCES CORP	CSC	385.000	$63 050	$24,274 25	$21,686.86	$2,587.39	$354.20
DISCOVER FINANCIAL SERVICES	DFS	457.000	$65.490	$29,928.93	$28,279 02	$1,649.91	$438.72
EMERSON ELECTRIC CO	EMR	350 000	$61 730	$21,605.50	$22,163.05	-$557.55	$658.00
GAP INC	GPS	373.000	$42 110	$15,707.03	$13,996 12	$1,710.91	$328 24
GILEAD SCIENCES INC	GILD	215.000	$94.260	$20,265.90	$17,491 60	$2,774.30	
HEWLETT PACKARD CO	HPQ	785.000	$40.130	$31,502.05	$27,349.32	$4,152 73	$502 40
INTL FLAVORS & FRAGRANCES INC	IFF	146.000	$101 360	$14,798.56	$14,150 80	$647.76	$274.48
JOHNSON & JOHNSON	JNJ	222 000	$104 570	$23,214.54	$21,691 87	$1,522.67	$621.60
MCGRAW HILL FINANCIAL INC	MHFI	279.000	$88.980	$24,825.42	$22,598.40	$2,227.02	$334 80
MICRON TECHNOLOGY INC	MU	718.000	$35.010	$25,137.18	$17,607.78	$7,529.40	
MICROSOFT CORP	MSFT	498.000	$46.450	$23,132.10	$23,566.61	-$434.51	$617.52
NORFOLK SOUTHERN CORP	NSC	135.000	$109.610	$14,797.35	$14,560 37	$236.98	$307 80
PEPSICO INC	PEP	254.000	$94.560	$24,018.24	$21,575 19	$2,443.05	$665.48
PFIZER INC	PFE	754 000	$31 150	$23,487.10	$22,251.09	$1,236 01	$844.48
PILGRIMS PRIDE CORPORATION	PPC	841.000	$32.790	$27,576.39	$23,585.85	$3,990.54	

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US EQUITIES
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
PROSPERITY BANCSHARES INC	PB	257.000	$55.360	$14,227.52	$14,337.52	-$110.00	$280.13
PRUDENTIAL FINANCIAL INC	PRU	265.000	$90.460	$23,971.90	$22,290.15	$1,681.75	$614.80
QUALCOMM INC	QCOM	296.000	$74.330	$22,001.68	$22,050.14	-$48.46	$497.28
SANDERSON FARMS INC	SAFM	157.000	$84.025	$13,191.93	$14,002.95	-$811.02	$138.16
TEXAS INSTRUMENTS INCORPORATED	TXN	262.000	$53.465	$14,007.83	$12,204.18	$1,803.65	$356.32
TJX COMPANIES INC NEW	TJX	334.000	$68.580	$22,905.72	$17,959.85	$4,945.87	$233.80
UNION PACIFIC CORP	UNP	198.000	$119.130	$23,587.74	$16,678.49	$6,909.25	$396.00
VIACOM INC CLASS B	VIAB	201.000	$75.250	$15,125.25	$13,966.69	$1,158.56	$265.32
TOTAL US EQUITIES				$581,506.65	$524,770.93	$56,735.72	$9,877.45

INTERNATIONAL EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
MAGNA INTERNATIONAL INC COM	MGA	248.000	$108.690	$26,955.12	$21,119.51	$5,835.61	$376.96
TYCO INTERNATIONAL PLC SHS	TYC	336.000	$43.860	$14,736.96	$13,995.61	$741.35	$241.92
TOTAL INTERNATIONAL EQUITIES				$41,692.08	$35,115.12	$6,576.96	$618.88
				623,199	559,886		